



The Atchison, Topeka and Santa Fe Railway Company

A Santa Fe Industries Company

80 East Jackson Boulevard, Chicago, Illinois 60604, Telephone 312/427-4900

5-038A110

February 6, 1985

5949-14
RECORDATION NO. 5949-14

Mr. James H. Bayne
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

FEB 7 1985 - 6 22 PM

INTERSTATE COMMERCE COMMISSION

Re: The Atchison, Topeka and Santa Fe Railway Company,
Equipment Trust, Series D, Supplement No. 8,
dated January 1, 1985

Dear Mr. Secretary:

Enclosed herewith please find an original and one (1) counterpart of the document described below to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is Supplement No. 8, dated as of January 1, 1985, to The Atchison, Topeka and Santa Fe Railway Company, Equipment Trust Agreement, dated as of February 15, 1971.

That Equipment Trust is the primary document to which this Supplement is connected and is recorded under Recordation No. 5949.

The names and addresses of the parties to this document are:

The Company, as Lessee:

The Atchison, Topeka and Santa Fe Railway Company
80 East Jackson Boulevard
Chicago, Illinois 60604

The Trustee, as Trustee and Lessor:

Harris Trust and Savings Bank
111 West Monroe Street
Chicago, Illinois 60690

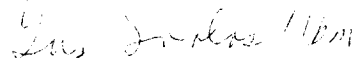
The equipment covered by Equipment Trust Agreement, Series D, is described on Exhibit 1.

For the convenience of the parties, I have enclosed five (5) additional counterparts of the supplement, which I should like to have returned to me bearing the recordation information.

Mr. James Bayne
Interstate Commerce Commission
February 6, 1985
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A check in the amount of \$10 is also enclosed in payment of the Commission's prescribed recordation fee.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Gus Svolos".

Gus Svolos
Vice President-Law

JQG/LBM/lgd

Enclosures

EQUIPMENT TRUSA, SERIES D

SCHEDULE A

Quantity	Type	Estimated Cost	
		Per Unit	Total
100	100-ton trough hatch covered hopper cars with roller bearing trucks. ACF Industries, Incorporated, builder; numbered 312200-312299, both inclusive	\$15,461	\$ 1,546,100
400	50' 70-ton non-insulated box cars with roller bearing trucks and shock control underframe. ACF Industries, Incorporated, builder; numbered 47150-47349, both inclusive ..	17,283	6,914,000
400	100-ton open top triple cross hopper cars with roller bearing trucks. Greenville Steel Car Company, builder; numbered 81350-81749, both inclusive ..	14,122	5,648,800
300	50' 70-ton mechanical temperature control refrigerator cars with load dividers, side wall fillers, roller bearing trucks and shock control underframe. Santa Fe Load Improvement Company, builder; numbered 56000-56299, both inclusive ..	32,026	9,607,800
230	50' 70-ton insulated box cars, with load dividers, side wall fillers, roller bearing trucks and shock control underframe, Pacific Car and Foundry Company, builder; numbered 522370-522374, 522377, 522380-522389, 522391-522393, 522395-522398, 522400-522407, 522409, 522411, 522414-522424, 522426, 522427, 522429-522431, 522433-522442, 522444-522449, 522451-522453, 522455-522459, 522461-522463, 522466-522469, 522471, 522474-522481, 522483, 522485-522489, 522492, 522494, 522496-522498, 522501-522510, 522513, 522514-522526, 522529-522534, 522537, 522541-522547, 522549-522554, 522556, 522558-522563, 522565-522571, 522573-522577, 522580, 522581, 522585, 522587-522589, 522591, 522593, 522595-522598, 526105-526107, 526109, 526120, 526122-526125, 526127, 526221-526223, 526225, 526227, 526233, 526235-526242, 526252-526255, 526257, 526259, 526262-526263, 526275, 526276, 526279-526283, 526287-526289, 526437-526440, all inclusive	23,786	5,470,780

EQUIPMENT TRUCK, SERIES D

SCHEDULE A

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
250	53'6" 100-ton open top high side gondola cars with roller bearing trucks, Greenville Steel Car Company, builder; numbered 73600-73606, 73603, 73609, 73611-73613, 73615-73618, 73620-73623, 73625-73641, 73644-73650, 73652, 73653, 73655-73657, 73659-73665, 73667-73675, 73630-73633, 73691, 73692, 73694-73698, 73700-73704, 73706, 73707, 73710, 73712-73715, 73717, 73719, 73720, 73722-73729, 73730-73737, 73739-73741, 73743-73759, 73761, 73763-73765, 73767-73769, 73771-73781, 73783-73785, 73787-73796, 73800-73802, 73804, 73806, 73803-73816, 73813-73828, 73830, 73831, 73836-73839, 73841-73849, 70035-70045, 70047-70079, all inclusive	14,592	3,643,000
2	3600 H.P., Model SD 45-2 diesel-electric locomotives, General Motors Corporation (Electro-Motive division), builder; numbered 5625 and 5626	348,600	697,200
4	100-ton cradle flat cars, Maxson Corporation, builder, numbered 91991 to 91994, both inclusive	51,000	204,000
7	25,000 Gallon 100-ton Roller Bearing Tank Cars, Trinity Industries, Inc., builder; numbered 98693 to 98699, both inclusive	55,900	391,300
10	Enclosed Tri-Level Auto Racks (TL-10), Thrall Car Manufacturing Company, builder; numbered 1370 to 1379, both inclusive	35,072	350,720

(Continued)

EQUIPMENT TRUST, SERIES D

SCHEDULE A

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
14	Enclosed Tri-Level Auto Racks (TL-11), Thrall Car Manufacturing Company, Builder, Nos. 2003 to 2016, both inclusive	\$35,433	\$ 496,062
	Total		<u>\$34,974,162</u>

THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY
EQUIPMENT TRUST, SERIES D

REGISTRATION NO. 59494
FEB 7 1985 3 55 PM
INTERSTATE COMMERCE COMMISSION

SUPPLEMENT NO. 8, dated as of January 1, 1985, to the Equipment Trust Agreement, dated as of February 15, 1971, as amended (the "Agreement"), between The Atchison, Topeka and Santa Fe Railway Company, a Delaware corporation (the "Company"), and Harris Trust and Savings Bank, an Illinois corporation (the "Trustee"), whereby The Atchison, Topeka and Santa Fe Railway Company Equipment Trust, Series D, is created.

WHEREAS, the Company desires to cause the additional equipment described below to be acquired by the Trustee; and

WHEREAS, Sections 3.1 and 4.2 of the Agreement provide for acquisitions of such additional equipment upon the terms therein set forth;

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the Parties hereto agree as follows:

1. In accordance with Section 4.2 of the Agreement, the Company shall cause the following items of new standard gauge railroad equipment (the "Additional Equipment") to be transferred to the Trustee, and hereby assigns to the Trustee all of the Company's rights, titles and interests in the Additional Equipment to be acquired:

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
14	Enclosed Tri-level Auto Racks (TL-11), Thrall Car Manufacturing Company, Builder, Nos. 2003 to 2016, both inclusive	\$35,433	\$496,062

2. In accordance with Sections 3.1 and 4.2 of the Agreement, the Additional Equipment is hereby included as a part of the Trust Equipment, subject to all terms and conditions of the Agreement in all respects, and the Additional Equipment is hereby leased by the Trustee to the Company.

3. The Agreement is hereby amended by substituting a new Schedule A, revised in accordance with this Supplement, for the present Schedule A, reflecting the additional equipment to be included in the Agreement. A copy of the revised Schedule A is attached hereto as Exhibit 1.

4. In accordance with Section 6.4 of the Agreement, the Company shall cause this Supplement to be filed in the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303.

IN WITNESS WHEREOF, the Company and the Trustee have caused the Supplement to be executed by their respective duly authorized officers and have affixed their duly attested corporate seals, as of the date first above written.

ATTEST:

THE ATCHISON, TOPEKA AND SANTA FE
RAILWAY COMPANY


Assistant Secretary

By 
Executive Vice President

ATTEST:

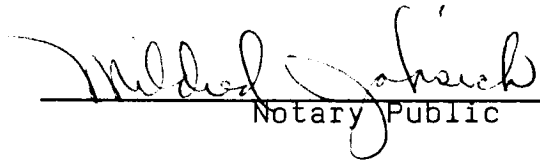
HARRIS TRUST AND SAVINGS BANK,
as Trustee


Assistant Secretary

By 
Vice President

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 4th day of February 1985 before me personally appeared D. G. Ruegg to me personally known, who, being by me duly sworn, says that he is Executive Vice President of THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



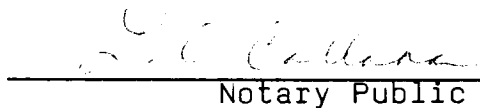
Notary Public

(Notarial Seal)

My Commission Expires My Commission Expires Aug. 7, 1986

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 6th day of February 1985 before me personally appeared R. G. Mason, to me personally known, who, being by me duly sworn, says that he is Vice President of HARRIS TRUST AND SAVINGS BANK, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

(Notarial Seal)

My Commission Expires MARCH 2, 1986

EQUIPMENT TRUSE, SERIES D

SCHEDULE A

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